



**Investment Office**

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November 1, 2004

**Via Overnight Courier**

I am writing to you on behalf of the California Public Employees' Retirement System (CalPERS), the nation's largest public pension fund, and a long-term shareowner in your company. CalPERS is very concerned about recent news reports that directors and senior management at some of the nation's largest financial institutions had economic interests in entities that acquired assets from or provided services to the public company for which they served.

CalPERS believes that conflicts of interest impair the decisions made by directors and senior management and threaten the interests of shareowners as well as the long-term viability of public corporations. Corporate directors and senior management have a duty of loyalty to the corporations they serve. Personal economic interests of a director or senior management should not influence their corporate decisions. And while independent directors are now widely accepted as essential to a sound governance structure, business relationships compromise the independence of corporate directors. In conclusion, conflicts of the type recently reported by the financial and popular press serve to undermine the very essence of a director's or senior management's fiduciary duty to shareowners.

Therefore, CalPERS is requesting that you disclose to us the following information:

- (1) The name of any entity that has done any business with the company in which any director or member of senior management has an economic interest;
- (2) The nature of the business relationship between the entity and the Company;
- (3) Any policies or procedures that you have in place governing these interested-party transactions.

Please send your responses to William Sherwood-McGrew, Portfolio Manager for CalPERS Corporate Governance Program at the address listed below.

William Sherwood-McGrew  
CalPERS Corporate Governance Program  
400 P Street  
Sacramento, California 95814

We appreciate your attention to this request and look forward to your reply.

Sincerely,

A handwritten signature in dark ink, appearing to read "Mark Anson". The signature is fluid and cursive, with the first name "Mark" and last name "Anson" clearly distinguishable.

Mark Anson  
Chief Investment Officer

cc: Fred Buenrostro, Chief Executive Officer-CalPERS